

**IN THE UNITED STATES DISTRICT
COURT FOR THE WESTERN DISTRICT OF
TEXAS WACO DIVISION**

BYTEMARK, INC.

Plaintiff,

v.

MASABI LTD.,

Defendant

Case No. 6:22-CV-00304 ADA-DTG

Patent Case

DECLARATION OF CRAIG RATTRAY IN SUPPORT OF DEFENDANT MASABI
LTD'S MOTION TO DISMISS PLAINTIFF BYTEMARK INC'S AMENDED
COMPLAINT

I, Craig Rattray hereby declare:

1. I am over eighteen years of age. I have personal knowledge of the facts set forth in this declaration and, if called to testify as a witness, could and would testify competently thereto.

2. I am the general counsel for Masabi LTD. Our corporate office is located at 100 Avebury Boulevard Milton Keynes, MK9 1FH, United Kingdom. I have worked for Masabi LTD since 16 June 2020, and I work and reside in London, United Kingdom.

3. I understand that this declaration will be submitted to the United States District Court for the Western District of Texas and may be considered by that Court in support of Defendant Masabi LTD's Motion to Dismiss.

4. I have reviewed Bytemark, Inc's First Amended Complaint (hereinafter "Complaint") and note that it has several misstatements about my company Masabi, LTD. I make this statement based upon my position as General Counsel for Masabi LTD and based upon my personal knowledge and access to company records.

5. Masabi, LTD. is a company incorporated and registered to do business in the United Kingdom.

6. Masabi, LTD. has no headquarters and no places of business in the United States.

7. Masabi, LTD owns no property in Texas.

8. Masabi, LTD leases no property in Texas.

9. Masabi, LTD has no offices in Texas.

10. Masabi, LTD has no bank accounts in Texas.

11. Masabi, LTD has no employees in Texas.

12. Masabi, LTD does not have any contractors in Texas.

13. Masabi, LTD does not have any contracts with any third parties (including Municipalities) in Texas, nor does Masabi, LTD intend to sign any contracts with any third parties (including Municipalities) located in Texas.

14. Masabi, LTD is not registered to do business in Texas.

15. Masabi, LTD does not pay any taxes either to the State of Texas or to cities in Texas.

16. Masabi, LTD does not have an agent for service of process in Texas.

17. Masabi, LTD does not operate, market, or manage distribution of the accused mobile ticketing application, hardware or software in Texas.

18. It would be extremely burdensome for Masabi, LTD to defend this action in Texas.

Masabi, LTD's potential key witnesses are located outside of the United States. Additionally, none of Masabi, LTD's files and records are located in Texas.

19. Masabi, LTD and Masabi, LLC are separate legal entities and each has its own employees.

20. Masabi, LTD does not control or direct the day-to-day operations of Masabi, LLC in Texas.

21. Masabi, LTD has never communicated directly or indirectly to the public that Masabi, LTD and Masabi, LLC are one and the same.

22. Masabi, LTD has not authorized Masabi, LLC to engage Masabi, LTD in contracts with third parties.

23. Masabi, LTD and Masabi, LLC each report their own profits and losses and carry their own respective business insurance.

24. Masabi, LTD does not have employees that are also employed by Masabi, LLC.

25. Masabi, LTD does not share office space, phone numbers or addresses with Masabi, LLC.

26. Masabi, LTD does not intermingle funds, profits, or property with Masabi, LLC.

27. Masabi, LTD and Masabi, LLC are both adequately capitalized.

28. Masabi, LTD does not maintain a bank account in the United States.

29. Masabi, LTD is diligent in establishing and maintaining corporate formalities.

30. Masabi, LTD does not guarantee or pay debts owed by Masabi, LLC.

31. Masabi, LTD has at least one contract with a United States company located outside of the state of Texas.

32. Masabi, LTD has, in the past and has today, significant contacts with businesses in the states of Massachusetts and New York. However, Masabi, LTD does not now, nor in the past, ever had any contract with any company in Texas.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on this 1st day of August, 2023

Masabi Limited

By: Craig Rattray
Name: Craig Rattray
Its: General Counsel for Masabi, LTD